

## DRAFT RESOLUTIONS

**Resolution No. 1/2023  
of the Ordinary General Meeting  
of Grupa Pracuj S.A. with its registered office in Warsaw  
of June 15, 2023  
on electing the Chairman of the Ordinary General Meeting**

**§ 1.**

The Ordinary General Meeting of Grupa Pracuj S.A. with its registered office in Warsaw elects Mr. / Mrs. [•] as Chairman of the Ordinary General Meeting, and Mr. / Mrs [•] accepts this election. -----

**§ 2.**

The resolution comes into force upon its adoption.-----

**Justification of the draft resolution:** *The resolution is of procedural nature - the election of the Chairman of the General Meeting is required under the provisions of the Commercial Companies Code.*

**Resolution No. 2/2023  
of the Ordinary General Meeting  
of Grupa Pracuj S.A. with its registered office in Warsaw  
of June 15, 2023  
on adopting the agenda**

**§ 1.**

The Ordinary General Meeting of Grupa Pracuj S.A. with its registered office in Warsaw (the “**Company**”) hereby adopts the agenda of the Ordinary General Meeting, published in accordance with Article 402<sup>1</sup> of the Commercial Companies Code, which includes: -----

- 1) Opening of the Ordinary General Meeting.-----
- 2) Election of the Chairman of the Ordinary General Meeting. -----
- 3) Preparing and checking the attendance list.-----
- 4) The ascertainment of the correctness of convening the Ordinary General Meeting and its capability of adopting binding resolutions.-----
- 5) Adoption of the agenda of the Ordinary General Meeting. -----
- 6) Adoption of resolutions on:-----
  - a) consideration and approval of the Management Board’s report on the operations of the Company and the Company’s Capital Group for the year ended on December 31, 2022; --
  - b) consideration and approval of the Company’s standalone financial statement for the year ended on December 31, 2022; -----
  - c) consideration and approval of the consolidated financial statement of the Company’s Capital Group for the year ended on December 31, 2022; -----
  - d) distribution of the Company’s profit for the year ended on December 31, 2022;-----

- e) expressing an opinion on the report of the Supervisory Board of the Company on remuneration of members of the Management and the Supervisory Board of the Company for year 2022; -----
  - f) approval of the report of the Supervisory Board of the Company on operations in the year ended on December 31, 2022; -----
  - g) granting the vote of acceptance for the discharge of duties in year 2022 to members of the Company's Management Board; -----
  - h) granting the vote of acceptance for the discharge of duties in year 2022 to members of the Company's Supervisory Board.-----
- 7) Closing of the Ordinary General Meeting. -----

**§ 2.**

The resolution comes into force upon its adoption.-----

**Justification of the draft resolution:** *The resolution is of procedural nature – the adoption of the agenda is required by the Commercial Companies Code.*

**Resolution No. 3/2023  
of the Ordinary General Meeting  
of Grupa Pracuj S.A. with its registered office in Warsaw  
of June 15, 2023**

***on approving the report of the Management Board on the operations of Grupa Pracuj S.A. and Grupa Pracuj S.A. Capital Group for the year ended on December 31, 2022***

**§ 1.**

The Ordinary General Meeting of Grupa Pracuj S.A. with its registered office in Warsaw (the “**Company**”), pursuant to Art. 395 § 2 point 1) in connection with Art. 393 point 1) of the Commercial Companies Code, having previously considered the report, resolves to approve the Management Board’s report on the Company and the Company’s Capital Group operations for the year ended on December 31, 2022. -----

**§ 2.**

The resolution comes into force upon its adoption.-----

**Justification of the draft resolution:** *Consideration and adoption of this resolution results from the provisions of Article 395 § 2 point 1) in connection with Article 393 point 1) of the Commercial Companies Code.*

*The Supervisory Board of the Company in its resolution no. 3 dated April 3, 2023, positively assessed the Report of the Management Board on the operations of the Company and of the Company's Capital Group for the year ended on December 31, 2022 and stated that it was prepared in compliance with the books and documentation as well as with factual state and contains the necessary, synthetic information on the functioning of the Company and the Company's Capital Group in 2022. At the same time, in the aforementioned resolution, the Supervisory Board decided to recommend the General Meeting to adopt resolution approving the Report of the Management Board on the operations of the Company and of the Company's Capital Group for the year ended on December 31, 2022.*

**Resolution No. 4/2023  
of the Ordinary General Meeting  
of Grupa Pracuj S.A. with its registered office in Warsaw  
of June 15, 2023**

***on approving the standalone financial statement of Grupa Pracuj S.A. for the year ended  
on December 31, 2022***

**§ 1.**

The Ordinary General Meeting of Grupa Pracuj S.A. with its registered office in Warsaw (the “**Company**”), pursuant to Article 395 § 2 point 1) in connection with Article 393 point 1) of the Commercial Companies Code, having previously considered the standalone financial statement of the Company for the year ended on December 31, 2022, which comprises of:-----

- 1) the comprehensive income statement for the year ended on December 31, 2022, indicating net profit in the amount of PLN 164,766 thousand, -----
- 2) the financial position statement drafted as of December 31, 2022 presenting the total amount of assets, equity and liabilities in the amount of PLN 908,375 thousand,-----
- 3) the cash flows statement for the year ended on December 31, 2022 indicating cash outflows in the amount of PLN 82,550 thousand, -----
- 4) the statement of changes in equity for the year ended on December 31, 2022 indicating an increase in equity by PLN 57,067 thousand, -----
- 5) explanatory notes;-----

hereby resolves to approve the standalone financial statement of the Company for the year ended on December 31, 2022. -----

**§ 2.**

The resolution comes into force upon its adoption.-----

***Justification of the draft resolution:*** *Consideration and adoption of this resolution results from the provision of Article 395 § 2 point 1) in connection with Article 393 point 1) of the Commercial Companies Code.*

*The Company's Supervisory Board, in its resolution no. 1 of April 3, 2023, stated that the Company's standalone financial statement for the year ended on December 31, 2022 was prepared thoroughly, in compliance with the books and documentation as well as with factual state, the financial data has been prepared and presented in accordance with the requirements of the relevant regulations. At the same time, in the aforementioned resolution, the Supervisory Board decided to recommend the General Meeting to adopt a resolution approving the standalone financial statement of the Company for the year ended on December 31, 2022.*

*The Company's standalone financial statement for the year ended on December 31, 2022 was audited by an independent auditor who issued an unqualified audit opinion.*

**Resolution No. 5/2023  
of the Ordinary General Meeting  
of Grupa Pracuj S.A. with its registered office in Warsaw  
of June 15, 2023**

***on approving the consolidated financial statement of Grupa Pracuj S.A. Capital Group for the  
year ended on December 31, 2022***

**§ 1.**

The Ordinary General Meeting of Grupa Pracuj S.A. with its registered office in Warsaw (the “**Company**”), pursuant to Article 395 § 5 of the Commercial Companies Code, having previously considered the consolidated financial statement of the Company Capital Group for the year ended on December 31, 2022, which comprises of: -----

- 1) the consolidated comprehensive income statement for the year ended on December 31, 2022 indicating net profit in the amount of PLN 169,013 thousand, -----
- 2) the consolidated financial position statement drafted as of December 31, 2022 presenting the total amount of assets, equity and liabilities in the amount of PLN 1,022,673 thousand, -----
- 3) the consolidated cash flows statement for the year ended on December 31, 2022 indicating cash outflows in the amount of PLN 75,299 thousand, -----
- 4) the consolidated statement of changes in the equity for the year ended on December 31, 2022 indicating an increase in equity by PLN 66,257 thousand, -----
- 5) explanatory notes; -----

hereby resolves to approve the consolidated financial statement of the Company Capital Group for the year ended on December 31, 2022. -----

**§ 2.**

The resolution comes into force upon its adoption. -----

***Justification of the draft resolution:*** *Consideration and adoption of this resolution results from the provision of Article 395 § 5 of the Commercial Companies Code.*

*The Company's Supervisory Board, in its resolution no. 2 of April 3, 2023, stated that the consolidated financial statement of the Company's Capital Group for the year ended on December 31, 2022 was prepared thoroughly, in compliance with the books and documentation as well as with factual state, the financial data has been prepared and presented in accordance with the requirements of the relevant regulations. At the same time, in the aforementioned resolution, the Supervisory Board decided to recommend the General Meeting to adopt resolution approving the consolidated financial statement of the Company's Capital Group for the year ended on December 31, 2022.*

*The consolidated financial statement of the Company's Capital Group for the year ended on December 31, 2022 have been audited by an independent auditor who has issued an unqualified audit opinion.*

**Resolution No. 6/2023  
of the Ordinary General Meeting  
of Grupa Pracuj S.A. with its registered office in Warsaw  
of June 15, 2023**

***on the distribution of Grupa Pracuj S.A.'s profit for the year ended on December 31, 2022***

**§ 1.**

Acting pursuant to Article 395 § 2 point 2) and Article 348 § 4 and § 5 of the Commercial Companies Code, having familiarized itself with the proposal of the Management Board of Grupa Pracuj S.A. with its registered office in Warsaw (the "**Company**") concerning the manner of distribution of the Company's net profit generated in the year ended on December 31, 2022, and having received a positive opinion of the Company's Supervisory Board on such proposal, the Ordinary General Meeting of the Company hereby resolves to: -----

- 1) distribute the Company's net profit for the year ended on December 31, 2022 in the amount of PLN 164,766,117.07 in the following manner: -----
  - a) to allocate the amount of PLN 102,397,539.00 to the payment of dividend to the Company's shareholders, i.e. in the amount of PLN 1.50 per share. -----
  - b) to allocate the remaining amount of the net profit i.e. PLN 62,368,578.07 to the Company's reserve capital, -----
- 2) determine June 30, 2023 as the dividend date, -----
- 3) set the dividend payment date for July 14, 2023. -----

**§ 2.**

The resolution comes into force upon its adoption.-----

***Justification of the draft resolution:*** *The adoption of a resolution on profit distribution is required under the provision of Article 395 § 2 point 2) of the Commercial Companies Code.*

*The proposal to distribute profit in part by allocating to dividend payment to shareholders and in part by allocating to reserve capital results from the results from the resolution of the Management Board of the Company dated May 12, 2023 on the adoption of the proposal on distribution of the profit generated in the year ended on December 31, 2022, as well as the dividend policy of the Company.*

*The Management Board's proposal regarding the manner of distribution of profit generated in the year ended on December 31, 2022 was positively assessed by the Company's Supervisory Board by resolution no. 1 dated May 12, 2023. In the aforementioned resolution, the Supervisory Board decided to recommend the General Meeting to adopt a resolution on the manner of distribution of net profit generated in the year ended on December 31, 2022 in accordance with the proposal of the Management Board.*

**Resolution No. 7/2023  
of the Ordinary General Meeting  
of Grupa Pracuj S.A. with its registered office in Warsaw  
of June 15, 2023**

***on expressing an opinion concerning the report on remuneration of the members of the  
Management and the Supervisory Board of Grupa Pracuj S.A. for the year 2022***

**§ 1.**

Pursuant to Article 395 § 2<sup>1</sup> of the Commercial Companies Code, the Ordinary General Meeting of Grupa Pracuj S.A. with its registered office in Warsaw (the “**Company**”), having previously considered the report, hereby issues a positive opinion on the report of the Supervisory Board of the Company on the remuneration of the members of the Management Board and the Supervisory Board for 2022.-----

**§ 2.**

The resolution comes into force upon its adoption.-----

***Justification of the draft resolution:*** Consideration and adoption of this resolution results from the provision of Article 90g(6) of the Act of 29 July 2005 on Public Offering and Conditions for the Introduction of Financial Instruments to Organised Trading System and Public Companies in connection with the provision of Article 395 § 2<sup>1</sup> of the Commercial Companies Code. The resolution of the General Meeting is advisory in nature.

*The report on the remuneration of the members of the Company's Management and Supervisory Board for 2022 was approved by the Company's Supervisory Board by resolution no. 9 dated April 3, 2023.*

**Resolution No. 8/2023  
of the Ordinary General Meeting  
of Grupa Pracuj S.A. with its registered office in Warsaw  
of June 15, 2023**

***on approving the report of the Supervisory Board of Grupa Pracuj S.A. on the operations in the  
year ended on December 31, 2022***

**§ 1.**

Pursuant to Article 395 § 5 of the Commercial Companies Code, the Ordinary General Meeting of Grupa Pracuj S.A. with its registered office in Warsaw (the “**Company**”), having previously considered the report, approves the report of the Supervisory Board of the Company on the operations in the year ended on December 31, 2022, including the assessment of: (i) the report of the Management Board on the operations of the Company and the Company's Capital Group for the year ended on December 31, 2022, (ii) the standalone financial statement of the Company for the year ended on December 31, 2022 and (iii) the consolidated financial statement of the Company's Capital Group for the year ended on December 31, 2022. -----

**§ 2.**

The resolution comes into force upon its adoption.-----

***Justification of the draft resolution:*** Pursuant to Article 382 § 3 point 3) of the Commercial Companies Code and rule 2.11 of the Code of Best Practice for WSE Listed Companies 2021, once a year, the Supervisory Board prepares and submits to the Ordinary General Meeting for approval an annual report that includes, among other things, the information specified in the aforementioned regulations.

*According to Article 395 § 5 of the Commercial Companies Code the subject matter of the Ordinary General Meeting may be other matters than those listed in § 2 of the aforementioned Article.*

*The Supervisory Board of the Company adopted the Supervisory Board's report on the operations in the year ended on December 31, 2022 by resolution no. 5 of April 3, 2023.*

**Resolution No. 9/2023  
of the Ordinary General Meeting  
of Grupa Pracuj S.A. with its registered office in Warsaw  
of June 15, 2023**

***on granting the vote of acceptance to Przemysław Gacek for the discharge of duties in the year ended on December 31, 2022***

**§ 1.**

Acting pursuant to Art. 395 § 2 point 3) in connection with Art. 393 point 1) of the Commercial Companies Code, the Ordinary General Meeting of Grupa Pracuj S.A. with its registered office in Warsaw (the "**Company**") resolves to grant a vote of acceptance to **Przemysław Gacek** (PESEL 74031200052) for the discharge of duties of the President of the Management Board of the Company in the period from January 1, 2022 until December 31, 2022. -----

**§ 2.**

The resolution comes into force upon its adoption.-----

***Justification of the draft resolution:*** *Granting a vote of acceptance to members of the Company's corporate bodies for the discharge of their duties is required under the provision of Article 395 § 2 point 3) in connection with Article 393 point 1) of the Commercial Companies Code.*

**Resolution No. 10/2023  
of the Ordinary General Meeting  
of Grupa Pracuj S.A. with its registered office in Warsaw  
of June 15, 2023**

***on granting the vote of acceptance to Gracjan Fiedorowicz for the discharge of duties in the year ended on December 31, 2022***

**§ 1.**

Acting pursuant to Article 395 § 2 point 3) in connection with Article 393 point 1) of the Commercial Companies Code, the Ordinary General Meeting of Grupa Pracuj S.A. with its registered office in Warsaw (the "**Company**"), resolves to grant a vote of acceptance to **Gracjan Fiedorowicz** (PESEL 76122800677) for the discharge of duties of the Member of the Management Board of the Company in the period from January 1, 2022 until December 31, 2022. -----

**§ 2.**

The resolution comes into force upon its adoption.-----

***Justification of the draft resolution:*** *Granting a vote of acceptance to members of the Company's corporate bodies for the discharge of their duties is required under the provision of Article 395 § 2 point 3) in connection with Article 393 point 1) of the Commercial Companies Code.*

**Resolution No. 11/2023  
of the Ordinary General Meeting  
of Grupa Pracuj S.A. with its registered office in Warsaw  
of June 15, 2023**

***on granting the vote of acceptance to Rafał Bogusław Nachyna for the discharge of duties in  
the year ended on December 31, 2022***

**§ 1.**

Acting pursuant to Article 395 § 2 point 3) in connection with Article 393 point 1) of the Commercial Companies Code, the Ordinary General Meeting of Grupa Pracuj S.A. with its registered office in Warsaw (the "**Company**"), resolves to grant a vote of acceptance to **Rafał Bogusław Nachyna** (PESEL 77032107175) for the discharge of duties of the Member of the Management Board of the Company in the period from January 1, 2022 until December 31, 2022. -----

**§ 2.**

The resolution comes into force upon its adoption.-----

***Justification of the draft resolution:*** *Granting a vote of acceptance to members of the Company's corporate bodies for the discharge of their duties is required under the provision of Article 395 § 2 point 3) in connection with Article 393 point 1) of the Commercial Companies Code.*

**Resolution No. 12/2023  
of the Ordinary General Meeting  
of Grupa Pracuj S.A. with its registered office in Warsaw  
of June 15, 2023**

***on granting the vote of acceptance to Maciej Artur Noga for the discharge of duties in the year  
ended on December 31, 2022***

**§ 1.**

Acting pursuant to Art. 395 § 2 point 3) in connection with Art. 393 point 1) of the Commercial Companies Code, the Ordinary General Meeting of Grupa Pracuj S.A. with its registered office in Warsaw (the "**Company**") resolves to grant a vote of acceptance to **Maciej Artur Noga** (PESEL 76072311715) for the discharge of duties of the Member of the Supervisory Board of the Company in the period from January 1, 2022 until December 31, 2022. -----

**§ 2.**

The resolution comes into force upon its adoption.-----

***Justification of the draft resolution:*** *Granting a vote of acceptance to members of the Company's corporate bodies for the discharge of their duties is required under the provision of Article 395 § 2 point 3) in connection with Article 393 point 1) of the Commercial Companies Code.*



**Resolution No. 13/2023  
of the Ordinary General Meeting  
of Grupa Pracuj S.A. with its registered office in Warsaw  
of June 15, 2023**

***on granting the vote of acceptance to John Doran for the discharge of duties in the year ended  
on December 31, 2022***

**§ 1.**

Acting pursuant to article 395 § 2 point 3) in connection with article 393 point 1) of the Commercial Companies Code, the Ordinary General Meeting of Grupa Pracuj S.A. with its registered office in Warsaw (the "**Company**"), hereby decides to grant a vote of acceptance to **John Doran** for the discharge of duties of the Member of the Supervisory Board of the Company in the period from January 1, 2022 until December 31, 2022. -----

**§ 2.**

The resolution comes into force upon its adoption.-----

***Justification of the draft resolution:*** *Granting a vote of acceptance to members of the Company's corporate bodies for the discharge of their duties is required under the provision of Article 395 § 2 point 3) in connection with Article 393 point 1) of the Commercial Companies Code.*

**Resolution No. 14/2023  
of the Ordinary General Meeting  
of Grupa Pracuj S.A. with its registered office in Warsaw  
of June 15, 2023**

***on granting the vote of acceptance to Wojciech Robert Stankiewicz for the discharge of duties  
in the year ended on December 31, 2022***

**§ 1.**

Acting pursuant to Art. 395 § 2 point 3) in connection with Art. 393 point 1) of the Commercial Companies Code, the Ordinary General Meeting of Grupa Pracuj S.A. with its registered office in Warsaw (the "**Company**") resolves to grant a vote of acceptance to **Wojciech Robert Stankiewicz** (PESEL 70070200356) for the discharge of duties of the Member of the Supervisory Board of the Company in the period from January 1, 2022 until December 31, 2022. -----

**§ 2.**

The resolution comes into force upon its adoption.-----

***Justification of the draft resolution:*** *Granting a vote of acceptance to members of the Company's corporate bodies for the discharge of their duties is required under the provision of Article 395 § 2 point 3) in connection with Article 393 point 1) of the Commercial Companies Code.*

**Resolution No. 15/2023**  
**of the Ordinary General Meeting**  
**of Grupa Pracuj S.A. with its registered office in Warsaw**  
**of June 15, 2023**

***on granting the vote of acceptance to Przemysław Tomasz Budkowski for the discharge of duties in the year ended on December 31, 2022***

**§ 1.**

Acting pursuant to Art. 395 § 2 point 3) in connection with Art. 393 point 1) of the Commercial Companies Code, the Ordinary General Meeting of Grupa Pracuj S.A. with its registered office in Warsaw (the “**Company**”) resolves to grant a vote of acceptance to **Przemysław Tomasz Budkowski** (PESEL 81051304558) for the discharge of duties of the Member of the Supervisory Board of the Company in the period from January 1, 2022 until December 31, 2022. -----

**§ 2.**

The resolution comes into force upon its adoption.-----

***Justification of the draft resolution:*** *Granting a vote of acceptance to members of the Company's corporate bodies for the discharge of their duties is required under the provision of Article 395 § 2 point 3) in connection with Article 393 point 1) of the Commercial Companies Code.*

**Resolution No. 16/2023**  
**of the Ordinary General Meeting**  
**of Grupa Pracuj S.A. with its registered office in Warsaw**  
**of June 15, 2023**

***on granting the vote of acceptance to Agnieszka Katarzyna Słomka-Gołębiowska for the discharge of duties in the year ended on December 31, 2022***

**§ 1.**

Acting pursuant to Art. 395 § 2 point 3) in connection with Art. 393 point 1) of the Commercial Companies Cod, the Ordinary General Meeting of Grupa Pracuj S.A. with its registered office in Warsaw (the “**Company**”) resolves to grant a vote of acceptance to **Agnieszka Katarzyna Słomka-Gołębiowska** (PESEL 76082402520) for the discharge of duties of the Member of the Supervisory Board of the Company in the period from January 1, 2022 until December 31, 2022. -----

**§ 2.**

The resolution comes into force upon its adoption.-----

***Justification of the draft resolution:*** *Granting a vote of acceptance to members of the Company's corporate bodies for the discharge of their duties is required under the provision of Article 395 § 2 point 3) in connection with Article 393 point 1) of the Commercial Companies Code.*

**Resolution No. 17/2023  
of the Ordinary General Meeting  
of Grupa Pracuj S.A. with its registered office in Warsaw  
of June 15, 2023**

***on granting the vote of acceptance to Miroslaw Boguslaw Stachowicz for the discharge of  
duties in the year ended on December 31, 2022***

**§ 1.**

Acting pursuant to Article 395 § 2 point 3) in connection with Article 393 point 1) of the Commercial Companies Code, the Ordinary General Meeting of Grupa Pracuj S.A. with its registered office in Warsaw (the "**Company**"), resolves to grant a vote of acceptance to **Miroslaw Boguslaw Stachowicz** (PESEL 62021102978) for the discharge of duties of the Member of the Supervisory Board of the Company in the period from January 1, 2022 until December 31, 2022. -----

**§ 2.**

The resolution comes into force upon its adoption.-----

***Justification of the draft resolution:*** *Granting a vote of acceptance to members of the Company's corporate bodies for the discharge of their duties is required under the provision of Article 395 § 2 point 3) in connection with Article 393 point 1) of the Commercial Companies Code.*